

EUROPEAN VISUAL ARTISTS (E.V.A.) G.E.I.E.

European Economic Interest Grouping
Rue d'Arlon, 75-77
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461.142.849

STATUTES**ARTICLE 1: OBJECTIVES**

The Societies for the collective administration of the rights of visual artists, graphic creators and photographers, belonging to CISAC (International Confederation of Societies of Authors and Composers) and members of their European Economic Interest Grouping created within the framework of European legislation, hereunder signed,

- considering that the level of protection of the intellectual property rights, both economic and moral, of visual artists, graphic creators and photographers and their resources vary considerably in each of the States of the European Union for historic, political, juridical, social, economic and technical reasons;
- recognising the need to improve the status of the visual artist and enhance their professional relationships within the European Union;
- acknowledges that satisfactory remuneration to the author is the result of a fundamental concern for justice which in turn fosters and encourages the development of intellectual creativity in Europe;

Wish therefore to unite together and collaborate with the authorities of the European Union to assure the highest level of legal, economic and moral protection of visual artists.

The objects of EVA are in the first instance the support and development of the legal, economic and cultural activities of visual artists as well as their co-operation in the area of intellectual property rights and with regard to the institutions of the European Union, to the European Council, WIPO and other international bodies.

ARTICLE 2: FORMATION

There shall be formed between those appearing and all other competent persons who may subsequently adhere to the present contract, a European Economic Interest Grouping governed by the Community Regulation (EEC number 2137/85) of the twenty-fifth of July one thousand nine hundred and eighty-five, by the Belgian law of the twelfth of July, one thousand nine hundred and eighty-nine containing various measures for the application of the regulation, as well as by all subsequent texts which shall modify or complete the aforementioned legislations, and by the present contract.

This Grouping will enjoy legal status and full capacity from the date of its registration with the Commercial Court of the State in which the present Grouping has its registered office.

Subject to the provisions of EEC Regulation number 2137/85 of the twenty-fifth of July one thousand nine hundred and eighty-five, it is the Belgian law of the twenty-sixth of July one thousand nine hundred and eighty-nine on Economic Interest Groupings which will govern on the one hand the contract of the Grouping except for questions relating to the state and to the capacity of legal persons or entities and, on the other hand, the internal functioning of the Grouping as well as its liquidation and winding-up.

ARTICLE 3: DENOMINATION

The Grouping shall be named 'Collecting Societies for European Visual Artists' hereinafter called "EVA".

ARTICLE 4: REGISTERED OFFICE

The registered office of EVA is established in Belgium, at Avenue de Tervuren, 92, 1040 Brussels. It may be transferred elsewhere in Belgium by a decision of the General Assembly taken on the basis of a simple majority and to be published in the Annexes to the Belgian Official Journal and to be communicated to the SPF (Public Federal Justice Department) within one month of the decision.

It may be transferred outside Belgium in accordance with Article 14 of Regulation no. 2137/85 of the Council of the European Communities, on the unanimous decision of the general assembly. The assembly may decide upon the opening or the closing of any operational office or premises.

ARTICLE 5: DURATION

EVA shall be set up for an unlimited period, commencing on 6th of June 1997.

ARTICLE 6: THE FORM OF FINANCING

EVA shall have no share capital.

The financing of EVA shall be assured by the annual subscriptions of its Members and Permanent Observers.

Subscriptions shall be established proportionately to the income of the Members as agreed in the General Assembly.

Any modification to the contributory share of each member or of certain of them shall be decided by the General Assembly on the basis of a unanimous vote.

The annual budget will be prepared by the President and approved by the General Assembly.

ARTICLE 7: ADMISSION

EVA may admit as Members, collecting societies for the administration of the rights of visual artists who are having their registered offices and central administration within the European Economic Union and the European Economic Area and apply professional rules, comparable to those of CISAC

A decision on admission shall be taken by the General Assembly on the basis of the unanimity of the Members.

A new Member shall not be responsible for any debts of EV A which have arisen prior to his entry.

ARTICLE 8: VOLUNTARY RETIREMENT

A Member may retire from EV A at the end of each yearly period having given three months notice. The resignation should be sent to the President by registered letter, receipt of which is acknowledged.

ARTICLE 9: EXPULSION

A Member may be expelled if he does not respect his obligations or causes grave difficulties in the functioning of EVA. An expulsion shall be decided upon by the General Assembly on the basis of a majority of three quarters of the Members. The Member whose expulsion is proposed shall be heard and shall not take part in the vote.

ARTICLE 10: ENFORCED RETIREMENT

Any Member shall cease to be part of EV A in the event of bankruptcy or winding-up, or when he no longer fulfils the conditions of Article 7.

ARTICLE 11: REMAINING MEMBERS

EV A shall continue to exist among the remaining Members, after a Member has ceased to be part of it, unless EVA then comprises less than three Members.

ARTICLE 12: OBSERVERS

EVA will admit as Permanent Observer collecting societies for the administration of the rights of visual authors that apply professional rules such as the CISAC rules, whether it has its seat in a European Union country or not. The decision for the admission will be adopted by the General Assembly on the base of unanimous voting of its members.

Likewise, the General Assembly will admit as Occasional Observers the representatives of other organisations based on the unanimous votes of their Members. Both the Permanent Observers and the Occasional Observers will be able to attend the meetings and General Assemblies of EV A enjoying the right of speech but not of voting.

Permanent Observers pay contributions in accordance with decisions made by the General Assembly.

ARTICLE 13: CONVOCAATION AND MEETINGS

The General Assembly shall be composed of all the Members of EVA. It shall be presided over by the President of EVA, or, if he is unable to do so, by the Vice-President.

The General Assembly shall take any decision directed to the realisation of the aims of EVA.

It shall meet as necessary, at the request of the Board of Administrators, the President or of a minimum of one fifth of the Members of EVA, and at least once a year, in the course of the second quarter, for the approval of the accounts and for the statutory elections.

The convocation shall be made by letter from the President, sent two weeks before the date of the assembly and, in the case of the statutory Annual Assembly, one month before the date of the latter.

The convocation shall include the agenda. In case of proposals of modification of the Statutes, these must be included in the agenda. Each proposal brought forward signed by at least one twentieth of the members is to be included in the agenda.

Each Member or Observer shall be represented by a senior officer of their choice. A Member may be represented by another Member but no one Member may represent more than two other Members at any given time.

The General Assembly may decide to set up working groups charged with the examination of particular issues.

ARTICLE 14: MODIFICATION OF STATUTES

The General Assembly can only validly deliberate on the proposal to amend the Statutes of EVA if at least two-thirds of the Members are present or represented.

Any modification of the Statutes must be approved by a majority vote of two thirds of a General Assembly.

Any amendment of the Statutes only takes effect after approval by the competent authority and after publication in the Annexes of the Belgian Official Journal according to Belgian law.

ARTICLE 15: QUORUM OF PRESENCE AND OF A MAJORITY

Subject to Articles 3, 6, 7, 9, and 24, decisions shall be taken on a simple majority of votes, the presence of a majority of the Members being necessary.

Decisions shall be taken unanimously in the cases foreseen in Article 17 (2) of Regulation no 2137/85 of the Council of the European Communities.

ARTICLE 16: MINUTES

Minutes of the General Assemblies drawn up by the Secretary General shall be signed by the President and presented to the following General Assembly for approval.

Copies or extracts to be produced in court or elsewhere shall be signed by the President.

Minutes of the General Assemblies shall be deemed to be confidential unless otherwise agreed by a majority of Members.

ARTICLE 17: NUMBER OF VOTES

Each Member shall be entitled to 1 ordinary vote.

ARTICLE 18: MANAGEMENT –

EVA shall be administered by a Board of Administrators consisting of a minimum three and a maximum seven Administrators from the membership nominated for a period of two years which may be renewed or revoked by the General Assembly of Members. Its powers shall be determined by the General Assembly.

The Board of Administrators nominates or revokes between its members for a period of two years a President and Vice President who shall be the President and the Vice President of the society which may be re-elected for a further period of two years.

The Board of Administrators meets at least twice per year.

The Board shall be assisted by a Secretary General nominated or revoked by the General Assembly

The secretary general shall implement the decisions of the General Assembly, under the authority of the President.

The Board of Administrators shall also nominate one Vice-President, for a renewable term of two years or revoke.

Acts concerning the nomination, resignation, dismissal and end of terms of persons authorised to represent the Association, established in compliance with the Belgian law, are communicated to the SPF Justice to be included in the file and are published at the cost of the Association in the Annexes to the Belgian Official Journal.

ARTICLE 19: VACANCY

In the case of the death or resignation of the President, or if he shall give up his office on the direction of the member which he represents, his mandate shall be assumed by the Vice-President, until the next General Assembly.

In case of death or resignation by a Administrator to the Board his place will remain vacant until the next General Assembly or – in case the Board would have less than three members – the remaining Board members may nominate a replacement until the next General Assembly.

ARTICLE 20: DAY TO DAY MANAGEMENT –POWERS

The President shall be vested with the day to day running of EVA.
He shall consult the Vice-President on every issue of importance and of general policy.

ARTICLE 21: REPRESENTATION

EVA shall be represented by the President in all its acts, including those acts in which a public employee or ministerial official has given his assistance, and before the law.

ARTICLE 22: THE BUSINESS YEAR

The financial year shall run from 1 January to 31 December.

At the end of each year, the President shall draw up the annual accounts and shall submit them for approval to the General Assembly during the second quarter of the following year.

The accounts are submitted to the SPF Justice in accordance with the Belgian law within one month after the approval.

ARTICLE 23: RESULTS

If the accounts shall show a surplus, the General Assembly may decide to place a part or ail of it in a reserve fund, to carry the amount forward or to distribute it among the Members, proportionately to the subscription paid by the Member in the last two years.

In case of a loss, the President may appeal to the Members of EVA to make a contribution, in the same proportion, for the loss suffered.

ARTICLE 24: DISSOLUTION

EVA may be dissolved by a decision of the General Assembly taken by a majority of three-quarters of its Members.

The President shall ensure the liquidation of EVA.

After settlement of all debts and the costs of the liquidation, any net assets shall be distributed among the members according to the subscription paid by the Member in the last two years.

ARTICLE 25: ELECTION OF DOMICILE

For the execution of the contract, every member, President, Vice-President and liquidator domiciled abroad shall elect domicile at the head office of EV A where any communication, summons, and notification can be legitimately served.

ARTICLE 26: PLACE OF JURISDICTION

For any legal proceedings among EVA, its Members, President, Administrators, auditor and liquidators, relating to the affairs of EVA and to the execution of the present statutes, exclusive competence is given to the courts of the country in which the head office is located, unless EVA expressly determines otherwise.

ARTICLE 27: COMMON LAW

It is understood that the Members shall conform fully to EEC Regulation number 2137/85 of the twenty-fifth of July one thousand nine hundred and eighty-five relating to the establishment of a European Economic Interest Grouping and to the Belgian law of the twelfth of July one thousand nine hundred and eighty-nine containing various measures for the application of the said regulation.

Consequently, the provisions of that regulation and that law, from which it would not be possible to depart lawfully, shall be considered inscribed in the present act, and clauses contrary to the mandatory provisions of the regulation and the law shall be deemed void.

ARTICLE 28: RULES OF PROCEDURE

Rules of procedure drawn up by the Board of Administrators, and subsequently approved or modified by the General Assembly deliberating in accordance with the terms of Article 13 of the statutes, may, within the limits of legal and statutory regulations, include all provisions relating to the implementation of the present statutes and the regulation of EVA's business affairs. More particularly, they may impose upon the Members any obligations required in the interests of EVA.

ARTICLE 29: FOREIGNERS –INTERDICTIONS

The parties appearing declare that they have been informed of the provisions of Article number one of the Royal Decree number 22 of the twenty-fourth of October one thousand nine hundred and thirty-four, amended by the law of the fourteenth of March one thousand nine hundred and sixty-two and by the law of the fourth of August one thousand nine hundred and seventy-eight on interdictions.

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